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July 12, 2012

**BY CM/ECF**

Honorable Freda L. Wolfson  
Clarkson S. Fisher Building & U.S. Courthouse  
402 East State Street, Room 2020  
Trenton, NJ 08608

Re: Johnson & Johnson Derivative Litigation, Case Nos. 10-2033, 11-2511, and 11-4993

Dear Judge Wolfson:

We write on behalf of Johnson & Johnson in support of preliminary approval of the settlement and in response to plaintiffs' preliminary approval brief.

J&J supports the Court's approval of the settlement and is pleased to bring these matters to a close. However, in light of the settlement process the parties recently completed and the record of J&J's continuous efforts to resolve the underlying issues in a dedicated and responsible way, J&J must state that it disagrees strongly with the rhetoric in plaintiffs' brief.

At every step of these shareholder derivative matters, J&J has honored its commitments and obligations to its shareholders. Upon receiving the initial demand letters, the Board of Directors appointed a Special Committee that undertook an extensive and thorough investigation of the allegations. The Board promptly acted on the Special Committee's resulting recommendations, including accepting its recommendation to form a new Board committee focused on the oversight of regulatory and compliance issues. J&J also defended the Board's right under New Jersey law to have demand made upon it, and this Court granted J&J's motion to dismiss the demand futile action on those grounds. Concurrently, J&J evaluated its quality and compliance structures and implemented enhancements as a result. Additionally, as part of this settlement, J&J has agreed to adopt further quality and compliance measures.

J&J has and will continue its long-standing commitment to quality, compliance, and good corporate governance.



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The parties negotiated for months to reach a settlement that is of benefit to J&J and its shareholders, and J&J respectfully requests that the Court grant preliminary approval. J&J will not be making any further filing regarding the motion for preliminary approval, and has no objection to the Court entering its ruling on preliminary approval prior to the August 6, 2012 return date that was set for the motion.

Respectfully submitted,

SIDLEY AUSTIN LLP

By:   
Walter C. Carlson

ROBINSON, WETTRE & MILLER LLC

By: *s/ Donald A. Robinson*  
Donald A. Robinson

cc: All Counsel of Record (By CM/ECF)